

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re: § Chapter 11
FIELDWOOD ENERGY, LLC, *et al.*,¹ §
§ Case No. 20-33948 (MI)
§
§ (Jointly Administered)
Debtors. §

**DECLARATION OF MICHAEL GILROY IN SUPPORT OF THE
OBJECTION TO CONFIRMATION OF THE DEBTORS' PLAN FILED BY
XTO OFFSHORE, INC., HHE ENERGY COMPANY, AND XH, LLC
[Relates to Docket Nos. 1476 and 1517]**

I, Michael Gilroy, hereby declare under penalty of perjury:

1. I am the Treasurer of XTO Energy Inc., an Exxon Mobil Corporation subsidiary and an affiliate of XTO Offshore, Inc., HHE Energy Company, and XH, LLC (collectively, with their respective affiliates and subsidiaries, the "XTO Entities"). As the Treasurer of XTO Energy Inc., I am generally familiar with the day-to-day operations, business and financial affairs, and books and records of the XTO Entities.

2. I submit this Declaration in the support of the *Amended Supplemental Objection by XTO Offshore, Inc., HHE Energy Company, and XH, LLC to (A) the Fourth Amended Joint Plan of Fieldwood Energy LLC and Its Affiliated Debtors* (the "Plan Objection") [Docket No. 1476].

3. Except as otherwise indicated herein, all facts set forth in this Declaration are based upon my personal knowledge of the XTO Entities' employees, operations and finances, information learned from my review of relevant documents, information supplied to me by other members of the XTO Entities' management and their advisors, or my opinion based on my

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors' primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

experience, knowledge and information concerning the XTO Entities' operations and financial affairs. I am over the age of 18, and I am authorized to submit this Declaration on behalf of the XTO Entities. If called upon to testify, I could and would testify competently to the facts set forth in this Declaration.

4. As part of their regularly conducted business activities, in conjunction with the sale or assignment of oil and gas leases or related properties or interests carrying certain abandonment liabilities, the XTO Entities regularly obtain performance bonds from parties acquiring oil and gas leases or related properties or interests from the XTO Entities. My job responsibilities as the Treasurer of XTO Energy Inc. include ensuring that such performance bonds are obtained from successors-in-interest to the XTO Entities in conjunction with the sale or divestiture of any oil and gas leases or related properties or interests by the XTO Entities.

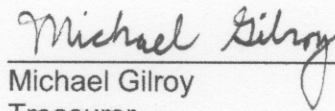
5. Attached hereto as **Exhibit A** is a true and correct copy of Performance Bond No. RLB0013981 (the "RLB Bond") issued pursuant to the Purchase and Sale Agreement (the "Dynamic PSA") dated effective as of August 1, 2011 among Dynamic Offshore Resources, LLC, as principal, XTO Offshore, Inc., HHE Energy Company, and XH, LLC, collectively as the obligee, and RLI Insurance Company, as surety. The RLB Bond (i) was acquired by the XTO Entities at or near the time of the closing of the Dynamic PSA, (ii) has been maintained by the XTO Entities in the ordinary course of their regularly conducted business activities, and (iii) was received by the XTO Entities in the ordinary course of their regularly conducted business activities.

6. Attached hereto as **Exhibit B** is a true and correct copy of Performance Bond No. 022220643 (the "Liberty Bond") among Fieldwood Energy LLC, as principal, XH, LLC, as obligee, and Liberty Mutual Insurance Company, as surety, issued pursuant to the agreement pursuant to which Fieldwood Energy LLC acquired XH, LLC assets from Apache Corporation on September 30, 2013 (the "Fieldwood Agreement"). The Liberty Bond (i) was acquired by the XTO Entities at or near the time of the closing of the Fieldwood Agreement, (ii) has been maintained by the XTO Entities in the ordinary course of their regularly conducted business activities, and (iii) was

received by the XTO Entities in the ordinary course of their regularly conducted business activities.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: June 17, 2021

A handwritten signature in cursive script that reads "Michael Gilroy". The signature is written in dark ink and is positioned above a horizontal line.

Michael Gilroy
Treasurer
XTO Energy Inc.